

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In the Matter of)	
)	
Applications of AT&T Inc. and)	
Deutsche Telekom AG)	WT Docket No. 11-65
)	DA 11-799
For Consent To Assign or Transfer Control)	
of Licenses and Authorizations)	

REPLY AFFIDAVIT OF STEVEN BROWNORTH

I, Steven Brownworth, on oath, state and depose as follows:

I. INTRODUCTION

1. My name is Steven Brownworth. I currently serve as Vice President, Network Planning of EarthLink, Inc. I am submitting this Affidavit on behalf of EarthLink, Inc. and its operating subsidiaries, New Edge Networks, Inc., DeltaCom, Inc., Business Telecom, Inc., and the operating subsidiaries of One Communications Corp. (collectively, "EarthLink"). I am submitting this Affidavit in support of the factual statements in the Reply of EarthLink, Inc. filed in the above-referenced proceeding on June 20, 2011 ("Reply"). On May 31, 2011, I filed an affidavit in this Docket as an attachment to EarthLink's Petition to Deny. That Affidavit set forth statements describing EarthLink's business and other items for background that are not repeated in this Reply Affidavit. I have personal knowledge of the facts set forth in the Petition to Deny and herein.

II. MARKET EXPERIENCE

2. EarthLink's experience with fiber deployment shows that AT&T retains an advantage in the market for Ethernet services. AT&T can build fiber more easily

than competitive broadband providers such as EarthLink for a number of reasons. For example, AT&T's market share enables AT&T to obtain more revenue from its fiber builds to tower sites because such builds will pass by other AT&T customers. In addition, competitive broadband providers also face challenges such as higher franchise fees and lack of access to rights-of-way that AT&T has already established in markets in its role as the incumbent provider.

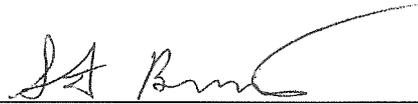
3. Ethernet over copper ("EOC") as an alternative means of competitive entry is often not available in the case of cell towers, both because the copper loop unbundled network element ("UNE") is not available based on the Commission's prior decisions and wireless backhaul bandwidth needs often exceed 10 Mbps. The performance of EOC is determined by the distance of the end user from the Central Office and the quality of the copper plant available to the competitive provider. Under present technical limitations, EOC provides speeds of 10 Mbps to 20 Mbps only over relatively limited distances from the Central Office of about 3,000 feet.
4. In General, AT&T's special access discounts are based upon committed revenue requirements, and without a revenue commitment significantly higher month to month rates apply. Under AT&T's revenue commitment and volume type contracts special access services often must first move to a higher month-to-month rate for a period of time in order to be disconnected without incurrence of a penalty or a shortfall charge that AT&T assesses a carrier that does not meet its revenue or volume commitments. Thus, EarthLink's conversion of a route from an AT&T special access circuit to a competitor's lower priced services could

actually increase the company's costs because of the impact it has on EarthLink's volume and term commitments and corresponding prices.

5. DeltaCom's experience as a seller of special access confirms that wireless carriers have been unwilling to pay termination liabilities to move circuits to competitive providers. Instead, they often use the competitor's quote as a means to get a lower price from incumbents such as AT&T and then keep their business with the ILEC.

III. DECLARATION

6. I declare that I created this Affidavit with the assistance of persons under my direct supervision and that, to the best of my knowledge, the facts represented herein are true and accurate.



Steven Brownworth

Dated: June 20, 2011